

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

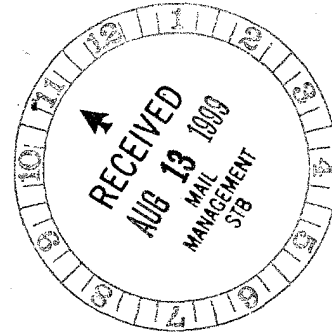
RECORDATION NO. 22341 FILED

VIA UPS NEXT DAY AIR

AUG 20 '99

9-15 AM

August 12, 1999



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 24, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Kerr-McGee Chemical LLC  
123 Robert S. Kerr  
Oklahoma, OK 73102

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase  
Manager of Documentation

Enclosures

(KMCG005)

KMCG005

EXHIBIT A  
to  
RIDER NO. 2

RECORDATION NO. 22341 FILED

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24<sup>th</sup> day of June, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Kerr-McGee Chemical LLC ("Lessee"), a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 14<sup>th</sup> day of July, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

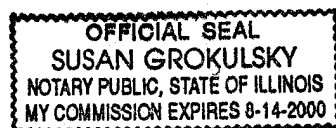
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of July, 1999.

[Signature]  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

KERR-MCGEE CHEMICAL LLC

By: Ben Corona

Name: Ben Corona

Title: Vice President

WMB



ATTEST:

By: W.B. Phillips

Name: W.B. Phillips

Title: Bail Manager

Executed on this 29 day of June, 1999.

[CORPORATE SEAL]

STATE OF Oklahoma

COUNTY OF Oklahoma

I, Darryl V. Washington, a Notary Public of the County and State aforesaid, certify that Ben Corona personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of July, 1999.

Darryl V. Washington  
Notary Public

Commission Expires:

February 5, 2002  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:	17
DESCRIPTION OF CARS:	3,500 cu. ft. capacity, Covered Hopper Cars equipped with hatch covers and gates
CAR NUMBERS:	MFCX 5801, 5804, 5808, 5809, 5811, 5812, 5813, 5814, 5816, 5817, 5820, 5821, 5831, 5832, 5833, 5834, 5835